

Ref. No. UV 011/2013
Registration No. 0107537001030

22nd March 2013

To The Shareholders

RE: Annual General Meeting of Shareholders No. 34/2013 and Appointment of Proxy

Univentures Public Company Limited has scheduled the Annual General Meeting of Shareholders No. 34/2013 at Victor Rooms II-III, Victor Club, 8th floor, Park Ventures Ecoplex No. 57 Wireless Road, Lumpini, Patumwan, Bangkok 10330, on Tuesday 23rd April 2013 at 14:00 hours for considering various agenda items, per details as shown in the Notice of the 34th Annual General Meeting of Shareholders.

We, therefore, would like to invite all shareholders to participate in the meeting, as scheduled. In case you are unable to attend the meeting, you may appoint any of the following persons as your proxy to attend the meeting and vote for you :

- | | | |
|---|--|--------------|
| 1 | Miss Potjane Thanavaranit
Chairman of the Board / Independent Director /
Member of Audit Committee
Residing at No. 178/1 Soi Phaholyothin 30, Khwaeng Chandrakasem, Khet Chatuchak, Bangkok 10900 | age 66 years |
| 2 | Mr. Suwit Chindasanguan
Independent Director / Chairman of Audit Committee /
Member of Corporate Governance Committee
Residing at No. 59/145 Moo 19 Khwaeng Sarathammasop, Khet Thavewattana, Bangkok 10170 | age 58 years |
| 3 | Mrs. Ornruedi Na-Ranong
Director / Executive Director / Secretary to Compensation
and Nominating Committee / Chairman of Risk Management
Committee / President
Residing at No. 79 Soi Sukhumvit 20, Khwaeng Klongtoey, Khet Klongtoey, Bangkok 10110 | age 52 years |

None of them are stakeholders in any items of the meeting agenda, except for the agenda concerning consideration of Director's remuneration.

The Company hereby encloses Proxy Form B, which clearly specifies certain items and authority to be delegated to the Proxy. Please fill out the box in front of the name of the person you wish to appoint as your proxy to attend the meeting and vote on your behalf, and sign your name in the proxy form. When granting a proxy, you may express your voting intentions in each agenda item, by identifying your approval, disapproval or abstention in the proxy form for your proxy to vote in accordance with your intentions. These include Proxy Form A, a general and simple proxy form, and Proxy Form C, applicable to foreign shareholders, with appointment of a custodian in Thailand. Both are posted on the Company's website, www.univentures.co.th, for further use of shareholders as deemed appropriate. If you grant proxy status to any of the foregoing directors of the Company to attend the meeting and vote on your behalf, please use the enclosed return envelope and return your completed proxy form in advance of the scheduled meeting date, so that it reaches the Company for orderly preparation prior to the meeting.

Yours sincerely,

Please bring this document to the registration desk on the meeting date

Mrs. Ornruedi Na-Ranong
President

Profile of Proxy Directors

Name	Potjanee Thanavaranit		
Director Type	Independent Director		
Present Position	Chairman of the Board / Member of Audit Committee / Chairman of Compensation and Nominating Committee		
Age	66 Years		
Nationality	Thai		
Highest Education	Master of Business Administration Syracuse University, USA (USAID Scholarship) Financial Institutions Governance Program (2/2011) Audit Committee Program (ACP 32/2510) The Role of Compensation Committee Program (RCC4/2007) The Role of Chairman Program (RCP13/2006) Directors Certification Program (DCP17/2002)		
Thai Institute of Directors Association (IOD)			
UV Shareholding	0% (-0- shares)		
Year of Directorship	5 Years 8 Months		
Position in Other Listed Companies	Present	Independent Director and Chairman of Audit Committee Bank of Ayudhya Public Company Limited Independent Director and Chairman of Audit Committee Member Oishi Group Public Company Limited Bangkok Insurance Public Company Limited Independent Director and Nominating and Remuneration Committee Member Thai Reinsurance Public Company Limited Independent Director Berli Jucker Public Company Limited	
Position in Non-Listed Companies	Present	Chairman of the Public Sector Audit and Evaluation Committee Ministry of Commerce	
	Present	Member of Council of State (Group 3 – Monetary Laws) Office of the Council of State	
	Present	Qualified Committee The Federation of the Insurance Organization	
Position in Rival Companies/	- None -		
Connected Business that may cause conflict of interest			
Experience	2006 - 2008	Second Vice – President of the National Legislative Assembly The National Legislative Assembly Advisor of Minister of Commerce	

		Ministry of Commerce
		Economic Advisor
		The Council for National Security
	2001 – 2008	Member of the Monetary Policy Board
		The Bank of Thailand
	2002 - 2007	Chairman
		Thailand Insurance Institute
Legal record in the past 10 years		- None -
Meeting Attendance		- The Board of Directors Meeting was 8 times out of the total
(The Attendance at the year 2012)		of 8 times
		- The Audit Committee was 7 times out of the total of 7 times
		- The Compensation and Nominating Committee was 1time
		out of the total of 1 time
Forbidden Qualifications		- Never dishonestly committed an offence against property
		- Never entered into any transaction which may cause conflict
		of interest against the Univentures Group during the year

Profile of Proxy Directors

Name	Mr. Suwit Chindasanguan
Director Type	Independent Director
Present Position	Independent Director / Chairman of Audit Committee / Member of Corporate Governance Committee
Age	58 Years
Highest Education	Master of Science (Ag. – econ) Kasetsart University
Thai Institute of Directors Association (IOD)	Advance Audit Committee Program (4/2011) Monitoring the Quality Financial Report (2008) The Role of the Chairman Program (RCP 18/2008) The Role of Compensation Committee Program (RCC1/2006) Improving the Quality of Financial Reporting (QFR 2/2006) Audit Committee Program (ACP4/2005) Directors Certification Program (DCP44/2004) Directors Accredited Program (DAP14/2004)
UV Shareholding	0% (-0- shares)
Year of Directorship	9 Years 6 Months
Position in Other Listed Companies	Present Chairman / Audit Committee SIS Distribution (Thailand) Public Company Limited Risk Management Committee MCOT Public Company Limited
Position in Non-Listed Companies	Present Chairman Internet Solution and Service Provider Company Limited Wide Wi Max Company Limited - None -
Position in Rival Companies/ Connected Business that may cause conflict of interest	
Experience	2003 - 2007 Audit Committee Univentures Public Company Limited - None - - The Board of Directors Meeting was 8 times out of the total of 8 times - The Audit Committee was 7 times out of the total of the total 7 times - The Corporate Governance Committee was 2 times out of the total of 2 times - Never dishonestly committed an offence against property - Never entered into any transaction which may cause conflict of interest against the Univentures Group during the year
Legal record in the past 10 years	
Meeting Attendance (The Attendance at the year 2012)	
Forbidden Qualifications	

Profile of Proxy Directors

Name	Mrs. Ornruedi Na - Ranong	
Director Type	Authorized Director	
Present Position	Director / Executive Director / Secretary to Compensation and Nominating Committee / Member of Corporate Governance Committee/ Chairman of Risk Management Committee / President	
Age	52 Years	
Highest Education	Master of Business Administration San Diego State University, USA	
Thai Institute of Directors Association (IOD)	Role of the Compensation Committee Program (RCC7/2008) DCP Refresher Course (3/2006) Diploma of Directors Certification Program (DCP17/2002)	
UV Shareholding	0% (-0- shares)	
Year of Directorship	12 Years 11 Months	
Position in other Listed Companies	- None -	
Position in Non-Listed Companies	Present	Director Lertrattakarn Company Limited ESCO Ventures Company Limited Kinnaree Property Fund Grand Unity Development Company Limited Grand U Living Company Limited Excellent Energy International Company Limited Univentures Consulting Company Limited Univentures Asset Management Company Limited Forward System Limited Thai – Lysaght Company Limited Master Dei Institute Foundation
Position in Rival Companies/	- None -	
Connected Business that may cause conflict of interest		
Legal record in the past 10 years	- None -	